

**MARKUN ZUSMAN & COMPTON LLP**  
JEFFREY K. COMPTON, State Bar No. 142969  
DARIA DUB CARLSON, State Bar No. 150628  
WILLIAM A. BAIRD, State Bar No. 192675  
17383 Sunset Boulevard, Suite A380  
Pacific Palisades, California 90272  
Telephone: (310) 454-5900  
Facsimile: (310) 454-5970

**LAW OFFICE OF STEVEN ELSTER**  
STEVEN ELSTER, State Bar No. 227545  
785/E2 Oak Grove Road, #201  
Concord, CA 94518-3617  
Telephone: (925) 324-2159  
Facsimile: (925) 945-1276

Attorneys for Plaintiffs,  
JAMES BRADY, SARAH CAVANAGH  
AND IVA CHIU

**MORRISON & FOERSTER LLP**  
LINDA E. SHOSTAK, State Bar No. 64599  
JAMES E. BODDY, JR., State Bar No. 65244  
KATHRYN M. DAVIS, State Bar No. 203454  
425 Market Street  
San Francisco, California 94105-2482  
Telephone: (415) 268-7000  
Facsimile: (415) 268-7522

Attorneys for Defendant  
DELOITTE & TOUCHE LLP

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

JAMES BRADY, SARAH CAVANAGH, and  
IVA CHIU, individually and on behalf of all  
others similarly situated,

Plaintiffs,

v.

DELOITTE & TOUCHE LLP, a limited liability  
partnership; and DOES 1-10, inclusive,

Defendants.

Case No. C-08-00177-SI

**STIPULATION AND [PROPOSED]  
ORDER GRANTING LEAVE TO  
FILE UNDER SEAL CORRECTED  
DECLARATION OF SCOTT  
SMITH**

**PUBLIC VERSION**

**STIPULATION**

Pursuant to Local Rules 7-12 and 79-5, and the Court's Standing Order, Plaintiffs and Defendant, through their respective counsel, submit the following stipulation and [proposed] order granting Defendant Deloitte & Touche LLP ("Defendant") leave to file permanently under seal the materials described below.

WHEREAS, in the course of the discovery the parties have produced and disclosed confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, designated "Confidential" or "Highly Confidential - Attorneys' Eyes Only" pursuant to the parties' Stipulated Protective Order signed by the Court on March 10, 2009, and filed in the above captioned action on March 11, 2009 ("Designated Produced Materials"), for which special protection from public disclosure and from use for any purpose other than prosecuting this litigation would be warranted;

WHEREAS, the parties agree that confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, will also be included in or discussed in the parties filings on the Plaintiffs' Motion for Class Certification ("Designated Motion Materials");

WHEREAS, the parties agree that the Designated Produced Materials and Designated Motion Materials consist of Defendant's proprietary employee training materials, proprietary guidance for conducting audits, proprietary policies, confidential employee personnel and pay data, and confidential and proprietary audit work papers, as well as the confidential and proprietary information of Defendant's clients.

WHEREAS, the parties agree that the Designated Produced Materials, including all information derived from the Designated Produced Materials, and the Designated Motion Materials should be filed permanently under seal on the ground that good cause exists to prevent the disclosure of this confidential, proprietary, and financial information. *See, e.g., In re Adobe Systems Inc. Securities Litigation*, 141 F.R.D. 155, 158 (N.D. Cal. 1992) (good cause exists when disclosure of proprietary or financial information would put a company as a competitive disadvantage); *Hirschfeld v. Stone*, 193 F.R.D. 175, 187 (S.D. N.Y. 2000) ("disclosure of confidential information is the quintessential type of irreparable harm that cannot be compensated

or undone by money damages); *Encyclopedia Brown Prod., Ltd. v. Home Box Office, Inc.*, 26 F. Supp 2d 606, 614 (S.D. N.Y. 1998) (that party would be irreparably harmed by disclosure of confidential business information supported sealing, even though documents dealt with business information dating back several years).

NOW THEREFORE, the parties hereby stipulate, subject to Court approval, that the following materials/information, attached hereto, be filed permanently under seal:

Corrected Declaration Of Scott Smith In Support Of Defendant  
Deloitte & Touche LLP's Opposition To Plaintiffs' Motion For  
Class Certification

IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

Dated: February 16, 2010

COUNSEL FOR PLAINTIFFS

By: /s/William A. Baird  
WILLIAM A BAIRD  
JEFFREY K. COMPTON  
Markun Zusman & Compton LLP  
STEVE ELSTER  
Law Office of Steve Elster

Dated: February 16, 2010

COUNSEL FOR DEFENDANTS

By: /s/Linda E. Shostak  
LINDA E. SHOSTAK  
JAMES E. BODDY, JR.  
Morrison & Foerster LLP

# ECF CERTIFICATION

I hereby attest that I have obtained concurrence regarding the filing of this document from each of the signatories within the e-filed document.

Dated: February 16, 2010

By: /s/Linda E. Shostak  
LINDA E. SHOSTAK

**ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.



Dated: \_\_\_\_\_, 2010

---

Honorable Susan Illston  
United States District Court Judge